

B1 (Official Form 1)(4/10)

United States Bankruptcy Court District of Massachusetts				Voluntary Petition											
Name of Debtor (if individual, enter Last, First, Middle): Employment Screening Profiles, Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):												
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA TruBackgrounds			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):												
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 59-3490272			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)												
Street Address of Debtor (No. and Street, City, and State): 4025 Tampa Road, Suite 1206 Oldsmar, FL			Street Address of Joint Debtor (No. and Street, City, and State):												
<div style="text-align: right;">ZIP Code</div> <div style="border: 1px solid black; padding: 2px;">34677</div>			<div style="text-align: right;">ZIP Code</div> <div style="border: 1px solid black; padding: 2px;"></div>												
County of Residence or of the Principal Place of Business: Pinellas			County of Residence or of the Principal Place of Business:												
Mailing Address of Debtor (if different from street address): 100 Cummings Ctr. 235M Beverly, MA			Mailing Address of Joint Debtor (if different from street address):												
<div style="text-align: right;">ZIP Code</div> <div style="border: 1px solid black; padding: 2px;">01915</div>			<div style="text-align: right;">ZIP Code</div> <div style="border: 1px solid black; padding: 2px;"></div>												
Location of Principal Assets of Business Debtor (if different from street address above):															
Type of Debtor (Form of Organization) (Check one box)		Nature of Business (Check one box)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)											
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.											
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).												
Statistical/Administrative Information *** Harold B. Murphy BBO #362610 *** <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.				THIS SPACE IS FOR COURT USE ONLY											
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>						<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999			<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000				
Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>						<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion						
Estimated Liabilities <table style="width: 100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>				<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion						

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Employment Screening Profiles, Inc.

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location

Where Filed: - None -

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

See Attachment

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Employment Screening Profiles, Inc.

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)_____
Date**Signature of Attorney***

X /s/ Harold B. Murphy
Signature of Attorney for Debtor(s)

Harold B. Murphy BBO #362610
Printed Name of Attorney for Debtor(s)

Murphy & King
Firm Name

Professional Corporation
One Beacon Street
Boston, MA 02108

Address

(617) 423-0400 Fax: (617) 423-0498

Telephone Number

June 16, 2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Kenneth W. Kaiser
Signature of Authorized Individual

Kenneth W. Kaiser

Printed Name of Authorized Individual

Interim President and Chief Executive Officer

Title of Authorized Individual

June 16, 2011

Date**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative_____
Date**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

In re Employment Screening Profiles, Inc.

Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

Name of Debtor / District

Case No. / Relationship

Date Filed / Judge

Dataphant Inc.

Entersect Corporation

LocatePLUS Corporation

LocatePLUS Holdings Corporation

Worldwide Information Inc.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Massachusetts**

In re Employment Screening Profiles, Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Office of Court Administration 25 Beaver Street New York, NY 10004	Office of Court Administration 25 Beaver Street New York, NY 10004	Trade debt		6,630.00
Phoenix Research, Inc. P.O. Box 589 Mount Orab, OH 45154-0589	Phoenix Research, Inc. P.O. Box 589 Mount Orab, OH 45154-0589	Trade debt		6,023.00
Boardroom Consulting Group 501 Turkey Pointe Circle Columbia, SC 29223	Boardroom Consulting Group 501 Turkey Pointe Circle Columbia, SC 29223	Trade debt		3,393.92
Amy Cameron 4111 Old Village Way Oldsmar, FL 34677	Amy Cameron 4111 Old Village Way Oldsmar, FL 34677	Trade debt		2,007.00
JB Data & Research 502 South 19th Avenue #103 Bozeman, MT 59718	JB Data & Research 502 South 19th Avenue #103 Bozeman, MT 59718	Trade debt		1,899.00
Backgroundschecks.com P.O. Box 890468 Charlotte, NC 28289	Backgroundschecks.com P.O. Box 890468 Charlotte, NC 28289	Trade debt		1,794.75
ONLC Training Centers 505 Carr Road Suite 101 Wilmington, DE 19809	ONLC Training Centers 505 Carr Road Suite 101 Wilmington, DE 19809	Trade debt		1,635.00
Suntrust Bank P.O. Box 4928 Orlando, FL 32802-4928	Suntrust Bank P.O. Box 4928 Orlando, FL 32802-4928	Trade debt		1,482.54
Bryan Clifford P.O. Box 640 Antrim, NH 03440	Bryan Clifford P.O. Box 640 Antrim, NH 03440	Trade debt		1,365.00
Society for Human Resource Management P.O. Box 79482 Baltimore, MD 21279-0482	Society for Human Resource Management P.O. Box 79482 Baltimore, MD 21279-0482	Trade debt		925.00
Diamond Abstractors P.O. Box 751501 Las Vegas, NV 89136-1501	Diamond Abstractors P.O. Box 751501 Las Vegas, NV 89136-1501	Trade debt		772.00

B4 (Official Form 4) (12/07) - Cont.

In re **Employment Screening Profiles, Inc.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
PT Research, Inc. P.O. Box 4540 Manchester, NH 03108	PT Research, Inc. P.O. Box 4540 Manchester, NH 03108	Trade debt		722.00
Deltacom P.O. Box 2252 Birmingham, AL 35246-1058	Deltacom P.O. Box 2252 Birmingham, AL 35246-1058	Trade debt		579.29
Mike Tardif 8294 30th Avenue N Saint Petersburg, FL 33710	Mike Tardif 8294 30th Avenue N Saint Petersburg, FL 33710			520.00
Billy Brock P.O. Box 517 Verona, MS 38879	Billy Brock P.O. Box 517 Verona, MS 38879	Trade debt		430.00
Mr. Holmes Investigations P.O. Box 3176 Jackson, MS 39207-3176	Mr. Holmes Investigations P.O. Box 3176 Jackson, MS 39207-3176	Trade debt		425.00
Pro-Tech Investigations, LLC 509 Central Avenue Suite 249 Laurel, MS 39441-3880	Pro-Tech Investigations, LLC 509 Central Avenue Suite 249 Laurel, MS 39441-3880	Trade debt		335.00
HR Plus 8745 West Higgins Road Suite 110 Chicago, IL 60631	HR Plus 8745 West Higgins Road Suite 110 Chicago, IL 60631	Trade debt		298.70
Stanley Holbert 16050 Sheldon Road Brook Park, OH 44142	Stanley Holbert 16050 Sheldon Road Brook Park, OH 44142	Trade debt		277.50
Chandler Record Search 569 Sweetgun Cove Greenville, MS 38701-4563	Chandler Record Search 569 Sweetgun Cove Greenville, MS 38701-4563	Trade debt		246.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Interim President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 16, 2011

Signature /s/ Kenneth W. Kaiser

Kenneth W. Kaiser

Interim President and Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**CERTIFICATION OF CORPORATE VOTE AND RESOLUTION
ACTIONS TAKEN BY THE BOARD OF DIRECTORS**

**Employment Screening Profiles, Inc.
(dba TruBackgrounds)**

Special Meeting of the Board of Directors

A telephonic meeting of the Board of Directors of Employment Screening Profiles, Inc., dba TruBackgrounds (the "Corporation"), a Florida corporation, was held on June 16, 2011. Directors George Isaac, Ronald Lifton, Patrick Murphy, Anthony Spatorico, and Derrick Spatorico attended the meeting attended telephonically. The Secretary confirmed that the participants by telephone conference were able to hear and participate in the discussion and votes, and that a quorum was present.

Upon motion duly made and seconded, it was

VOTED: That the Corporation seek relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code");

VOTED: That Kenneth Kaiser, the Interim President and Interim CEO and Brian McHugh, the CFO of the Corporation (the "Authorized Officers"), be and hereby is authorized and directed to: (i) prepare and file on behalf of the Corporation a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) execute on behalf of the Corporation such petition, schedules and statement as the Authorized Officer may deem necessary or appropriate in connection therewith, (iii) cause the Corporation to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the Bankruptcy Code, (iv) to take such steps on behalf of the Corporation as may be necessary and appropriate to the Corporation's reorganization effort (including, without limitation, the sale or other disposition of property other than in the ordinary course of business), (v) prepare and propose to creditors such plan as the Authorized Officer may deem to be feasible and in the best interests of the Corporation, (vi) file any pleadings appropriate or necessary for the Corporation to seek relief under any other chapter of the Bankruptcy Code, and (vii) execute such further documents and do such further acts as the Authorized Officer may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Corporation; the execution of any document or the doing of

any act by the Authorized Officer in connection with such proceedings to be conclusively presumed to be authorized by this Resolution;

VOTED: That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its bankruptcy counsel the law firm of Murphy & King, Professional Corporation, One Beacon Street, 21st Floor, Boston, Massachusetts 02108 at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

VOTED: That the Authorized Officer is authorized, empowered and directed, in the name and on behalf of the Corporation to cause the Corporation to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certification or other documents, and to take such other action, as in the judgment of the Authorized Officer shall be or become necessary, proper and desirable, with a view to the successful prosecution of the Chapter 11 case; and

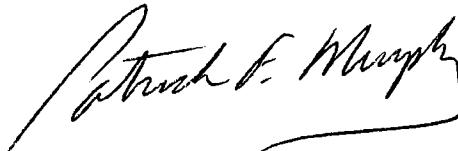
VOTED: That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Authorized Officer is authorized, empowered and directed, in the name and on behalf of the Corporation, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 case with a view to the successful prosecution of the case.

There being no further business to transact at the Special Meeting, and upon motion duly made and seconded, it was

VOTED: To adjourn.

Adjourned as voted.

A true record.



Secretary